

FULL POWER OF ATTORNEY

I, FRANCIS MATTHEW McCANN, do hereby appoint and constitute Kathleen Alice McCann with all powers necessary to act in my behalf as fully as if I were acting in my own behalf, and said appointment shall be as full power of attorney in fact without limitation to time or authority to act.

Further, Kathleen Alice McCann, as attorney in fact for me shall have all powers necessary to act in my stead and more specifically but not limited to:

(1) To acquire or retain any investments or other property, real, personal or mixed, and wherever located including policies of insurance on any property and to deposit funds, maintain checking and savings or certificates of deposit in any financial institution;

(2) To repair, maintain, alter, or improve, or to sell, assign, transfer, exchange, convey or otherwise dispose of, or to lease for any term, any and all property whether real, personal or mixed, and wherever located or any part of or interest therein and to accomplish any such transaction by the execution of any and all appropriate written instruments;

(3) To exercise all rights and privileges incidental to ownership of any securities which I may own including the right to sell or buy same;

(4) To employ accountants, attorneys, or any other persons to assist in carrying out any duties or acts Kathleen Alice McCann deems in my best interest, and to compensate them for their services;

(5) To enter into contracts, execute notes and deeds on my behalf, prosecute or defend actions at law or in equity, and do any and all things not in violation of law and which in Kathleen Alice McCann's judgment is in my best interest.

This power of attorney shall not be revoked by my mental or physical incapacity, but shall survive such mental or physical incapacities and be of full force and effect until death or revoked by me by written revocation.

My attorney in fact may resign at any time by delivering to me or my representative their written notice of resignation. If at any time my attorney in fact is incapacitated, the attorney in fact will be deemed to have resigned.

In the event of my attorney in fact's resignation, I appoint Francis Matthew McCann, Jr. as my Successor Attorney in Fact with all the duties and powers enumerated herein.

Signed and executed by me, Francis Matthew McCann, this 28 day of March, 1995.


FRANCIS MATTHEW MCCANN


STATE OF TENNESSEE

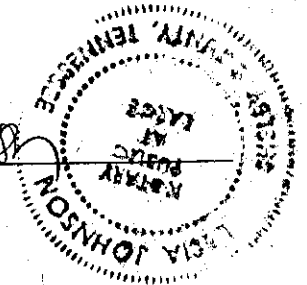
COUNTY OF SHELBY

Personally appeared before me on this 28th day of March, 1995, FRANCIS MATTHEW MCCANN, who, first being duly sworn, acknowledged that FRANCIS MATTHEW MCCANN executed the above instrument for the purposes therein contained of her own free will and accord.


My Commission Expires:

2-1-98


Notary Public



Prepared by/Return to:
Joseph M. Sparkman, Jr.
Attorney at Law
Post Office Box 266
Southaven, MS 38671
601-349-6900

 STATE MS.-DE SOTO CO.
FILED

Nov 4 11 20 AM '97

BK 75 PG 711
W.E. DAVIS CH. CLK.